

Illinois Central Gulf Railroad

an IC Industries Company

233 North Michigan Avenue
Chicago Illinois 60601
Telephone 312 565 1600

William H Sanders
Corporate Counsel

RECORDATION NO. *6955-D* Filed & Recorded

APR 25 1977 - 1 25 PM

April 20, 1977

7-115A026
APR 25 1977
10-
ICG Washington, D. C.
Honorable Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D. C. 20436

INTERSTATE COMMERCE COMMISSION

Re: Illinois Central Gulf Railroad Company
Equipment Trust, Series 4, dated as of
March 1, 1973

Dear Mr. Oswald:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of March 8, 1977 to Illinois Central Gulf Railroad Company Equipment Trust, Series 4, which was recorded with the Commission on March 14, 1973, under Recordation No. 6955.

Also enclosed is a check for \$10 payable to the Interstate Commerce Commission to cover the recording fee.

The parties to this transaction are:

Trustee: Morgan Guaranty Trust Company of New York
23 Wall Street
New York, New York 10015

Lessee: Illinois Central Gulf Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

The Equipment covered by the Supplement is:

- 3 General Purpose Diesel Locomotives,
Model GP8, numbered as follows:
ICG 7911; ICG 7963; and ICG 7967
- 1 General Purpose Diesel Locomotive,
Model GP10, No. ICG 8091

Price Per Unit	\$309,940
Total Purchase Price	\$1,239,760

Concurrence of
April 25 1977
APR 25 1 23 PM '77
I.C.C.
FEE OPERATION BR.

April 10, 1917

April 10, 1917

Mr. Robert L. Galloway
Interstate Commerce Commission
Washington, D. C. 20540

Re: Illinois Central Gulf Railroad Company
Shut-out Trust, Series A, dated as of
March 1, 1913

Dear Mr. Galloway:

Enclosed for recording with the Interstate Commerce Commission is a statement dated as of March 1, 1917 to Illinois Central Gulf Railroad Company Shut-out Trust, Series A, which was recorded with the Commission on March 14, 1913, under Record-Book No. 6044.

Also enclosed is a check for \$10 payable to the Interstate Commerce Commission to cover the recording fee.

The parties to this transaction are:

Trustees: Illinois Guaranty Trust Company of New York
23 Wall Street
New York, New York 10019

Debtors: Illinois Central Gulf Railroad Company
333 North Michigan Avenue
Chicago, Illinois 60601

The statement covered by the Supplement is:

General Statement of Assets and Liabilities,
dated 1917, submitted as follows:
ICC No. 1; ICC No. 2; ICC No. 3

General Statement of Assets and Liabilities,
dated 1917, No. 1, ICC No. 4

Very truly yours,
John F. Galloway

Upon completion of the recording, please deliver to the bearer of this letter all counterparts not required for retention in your files.

Very truly yours,

A handwritten signature in cursive script, reading "W. H. Sanders". The signature is written in dark ink and is positioned above the printed name.

W. H. Sanders

Enc.

RECORDATION NO. 6955-12 Filed & Recorded

APR 25 1977 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of
March 8, 1977

TO

ILLINOIS CENTRAL GULF RAILROAD EQUIPMENT TRUST

Series 4

Dated as of March 1, 1973

BETWEEN

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee

AND

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of March 8, 1977, by and between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a corporation duly organized and existing under the laws of the State of New York (hereinafter called the Trustee), and ILLINOIS CENTRAL GULF RAILROAD COMPANY (as successor to Illinois Central Railroad Company), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Company):

WHEREAS, in accordance with the provisions of a certain Equipment Trust Agreement, dated as of March 1, 1973 by and between the Trustee and the Company (hereinafter called the Agreement), certain railroad equipment (hereinafter called the Trust Equipment) has been transferred to the Trustee and the title thereto vested in the Trustee; and the Trust Equipment was leased by the Trustee to the Company for the term and the rental and upon the conditions therein provided, which said Agreement constitutes Illinois Central GULF Equipment Trust, Series 4 ; and

WHEREAS, said Agreement provides that sums paid to the Trustee (a) under the third full paragraph of Section 3.4 of Article III of the Agreement, together with any deposited cash then held (b) under the second full paragraph of Section 4.9 of Article IV of the Agreement and (c) under the first full paragraph of Section 4.7 of Article IV of the Agreement shall be applied by the Trustee to the purchase of other railroad equipment; and

WHEREAS, the Trustee now holds sums arising from one or more sources listed in the preceding WHEREAS clause and the Company desires to cause to be vested in the Trustee the title to additional railroad equipment (hereinafter called Additional Trust Equipment) approved by the Company as to its qualification as substitute Equipment, to be acquired with funds in possession of the Trustee as aforesaid;

NOW, THEREFORE, for and in consideration of the rents hereinafter provided for and the covenants herein contained, this Supplemental Equipment Trust Agreement WITNESSETH as follows:

ARTICLE I.

The Company does hereby cause to be sold, assigned, transferred and set over unto the Trustee, as Trustee for the owners of Illinois Central Equipment Trust Certificates, Series 4, the Additional Trust Equipment described in ARTICLE II hereof. The Company will

deliver or cause to be delivered the said Additional Trust Equipment in accordance with the provisions of Section 3.1 of Article III of the said Agreement.

ARTICLE II.

The Trustee, acting in pursuance of the aforesaid Agreement, has let and leased and does hereby let and lease to the Company the following Additional Trust Equipment (first put into service after March, 1977) of Illinois Central Gulf Equipment Trust, Series 4 , to-wit:

Units	Description	Original Cost
3	General Purpose Diesel Locomotives, Model GP8, numbered as follows:	
	ICG 7911 - - - - -	\$309,940
	" 7963 - - - - -	309,940
	" 7967 - - - - -	309,940
1	General Purpose Diesel Locomotive, Model GP10, No. ICG 8091 - - - - -	309,940
	Total	\$1,239,760

ARTICLE III.

The equipment described in ARTICLE II replaces the following railroad equipment originally let and leased under the Agreement, which has been destroyed:

SEE SCHEDULE A, Attached

ARTICLE IV.

The Trustee and the Company covenant and agree that the lease of the Additional Trust Equipment as provided in ARTICLE II hereof shall be upon and subject to the terms and conditions of the said Agreement, and such Additional Trust Equipment shall be part of the Trust Equipment, subject to all the terms and conditions of the said Lease and of the said Agreement in all respects as though it had been part of the original Trust Equipment specifically described in the said Lease.

ARTICLE V.

The Company, with all convenient speed, will cause this Supplemental Equipment Trust Agreement to be duly filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Section 20c of the Interstate Commerce Act and will promptly furnish to the Trustee evidence of such filing and recordation and an opinion of counsel for the company with respect thereto satisfactory to the Trustee. The Company covenants and agrees to pay the expenses connected with the preparation, execution, recording, registration and filing hereof and of any instruments executed under the provisions hereof.

ARTICLE VI.

This Agreement may be simultaneously executed in any number of counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company have caused their names to be signed hereto and their respective corporate seals to be hereto affixed, duly attested, as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

ATTEST:

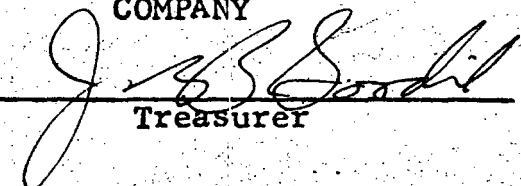

Assistant Secretary


TRUST OFFICER

ILLINOIS CENTRAL GULF RAILROAD
COMPANY

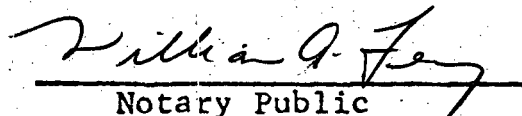
ATTEST:


Assistant Secretary


Treasurer

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 13th day of April, 1977 before me personally appeared P. J. Crooks, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of Morgan Guaranty Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

WILLIAM A. FEENEY
Notary Public, State of New York
Qualified in Queens County
Certificate Filed in New York County
No. 41-6251746
Commission Expires March 30, 1978

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 8TH day of MARCH before me personally appeared JOHN B. GOODRICH, to me personally known, who being by me duly sworn, says that he is Treasurer of Illinois Central Gulf Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert H. Hughes
Notary Public

My Commission Expires November 23, 1980

SCHEDULE A

DESTROYED EQUIPMENT

<u>Trust Series</u>	<u>Car Number</u>	<u>Description</u>	<u>Fair Value</u>
4	405179	50-Ton, 40'6" Single Door Box Cars	\$ 8,519
	405182		8,545
	405223		8,571
	405253		8,649
	405261		8,675
	405322		8,780
	406175		8,467
	406205		8,519
	406327		8,701
	406351		8,728
	429543		8,363
	429545		8,337
	429557		8,363
	429565		8,389
	431049		8,285
	431076		8,337
	456024		8,441
	405203		8,519
	225661		8,024
	225675		8,024
	225684		8,024
	225787		8,076
	225799		8,076
	225914		8,155
	225932		8,181
	406130		8,832
	406174		8,441
	406377		8,728
	429536		8,285
	430090		8,311
	431114		8,363
	455020		8,389
	455156		8,415
	225667		7,998
	405288		8,675
	406168		8,415
	406300		8,701
	406316		8,701
	429517		8,207
	429563		8,337

SCHEDULE A
DESTROYED EQUIPMENT

<u>Trust Series</u>	<u>Car Number</u>	<u>Description</u>	<u>Fair Value</u>
4	431010	50-Ton 40'6" Single Door Box Cars	\$ 8,181
	406237	(Continued)	8,571
	405110		8,884
	225678		8,076
	225804		8,024
	225955		8,155
	405299		8,675
	406065		8,389
	225724		7,920
	225924		8,102
	405077		8,415
	406341		8,571
	430051		8,129
	455153		8,285
	406191		8,363
	225818		7,972
	225697		7,946
	225775		7,972
	225776		7,998
	225832		8,024
	225834		8,024
	225850		7,972
	225866		7,972
	225892		8,050
	225958		8,076
	405194		8,441
	406112		8,467
	406209		8,415
	406308		8,519
	406365		8,649
	429530		8,181
	430073		8,233
	455029		8,311
	456027		8,311
	406393		8,832
	431059		8,337
	405344		8,884
	405387		8,936
	406271		8,649
	406289		8,675

SCHEDULE A

DESTROYED EQUIPMENT

<u>Trust Series</u>	<u>Car Number</u>	<u>Description</u>	<u>Fair Value</u>
4	406364	50-Ton 40'6" Single Door Box Cars	\$ 8,780
	406382	(Continued)	8,806
	430043		8,311
	430048		8,311
	430100		8,389
	430130		8,441
	455011		8,441
	430131		8,441
	406193		8,545
	430061		8,363
	225760		7,920
	225925		8,024
	225965		8,024
	405392		8,728
	429504		8,050
	456032		8,259
	456151		8,285
	225706		7,868
	225821		7,920
	225829		7,946
	225876		7,920
	225893		7,946
	455152		8,233
	405162		8,363
	405342		8,623
	406100		8,363
	406131		8,649
	405114		8,701
	405144		8,728
	405332		8,597
	406106		8,363
	406347		8,519
	166089		8,128
	431037		8,076
	455015		8,181
	225711		7,842
	225894		7,920
	225918		7,942
	225954		7,998
	225961		7,998

SCHEDULE ADESTROYED EQUIPMENT

<u>Trust Series</u>	<u>Car Number</u>	<u>Description</u>	<u>Fair Value</u>
4	405073	50-Ton 40'6" Single Door Box Cars	\$ 8,311
	405218	(Continued)	8,337
	405256		8,415
	405293		8,519
	405300		8,519
	406125		8,623
	406380		8,545
	429505		8,024
	429559		8,155
	225656		7,842
	405292		8,571
	405383		8,623
	406077		8,233
	406179		8,311
	430126		8,129
	405339		8,519
	406198		8,207
	456020		8,102
	225809		7,842
	456162		8,076
	406283		8,285
	406267		8,233
	405370		8,493
	405284		8,337
	431099		7,946
	406215		8,050
	405314		8,311
	406178		8,024
	406369		8,389
			<u>\$ 1,240,045</u>